EXHIBIT HH

2005 Proxy Statement

MERRILL LYNCH & CO., INC.

Annual Meeting of Shareholders April 22, 2005

Harrison Conference Center & Hotel
Princeton Forrestal Center
Plainsboro, New Jersey

BENEFICIAL OWNERSHIP OF OUR COMMON STOCK

Ownership by Our Directors and Executive Officers

We believe that share ownership by Directors, officers and employees helps to align their interests with the interests of shareholders. We also believe that this alignment has been an important factor in the long-term returns that we have achieved for our shareholders.

The following table contains information about the beneficial ownership of our common stock by each of the Directors, the CEO and the five other most highly compensated executive officers of the Company and by all Directors and executive officers considered as a group. In addition, we have provided information about ownership of stock-linked instruments that provide economic exposure to our common stock but do not represent actual beneficial ownership of shares. This information is as of February 22, 2005, the record date.

Amount and Nature of Beneficial Ownership

Name	Position	Total Beneficial Ownership (1)	Common Stock (2)	Stock Options (3)	Stock Units (4)
W.H. Clark	Director	31,985	14,313	17,672	6,250
Jill K. Conway	Director	26,093	8,421	17,672	8,585
Alberto Cribiore	Director	43,333	35,000	8,333	5,450
Ahmass L. Fakahany	Executive Vice President	645,386	330,001	397,808	36,744
John D. Finnegan	Director	3,554	0	3,554	1,192
Gregory J. Fleming	Executive Vice President	517,886	310,387	276,801	0
James P. Gorman	Executive Vice President	803,228	292,822	598,427	67,444
Do Woo Kim	Executive Vice President	730,327	435,768	406,313	0
Robert J. McCann	Executive Vice President	1,078,881	329,552	824,789	0
Heinz-Joachim Neub ¨urger	Director	17,150	0	17,150	7,196
David K. Newbigging	Director	33,333	15,661	17,672	9,811
E. Stanley O'Neal	Director, Chairman and CEO (5)	3,115,924	1,006,172	2,599,839	74,261
Aulana L. Peters	Director	13,709	6,491	7,218	26,798
Joseph W. Prueher	Director	16,732	0	16,732	5,731
Ann N. Reese	Director	4,480	4,480	2,512	840
Charles O. Rossotti	Director	4,500	4,500	2,512	945
Directors and executive officers	as a group	8,407,140	3,478,321	5,984,743	284,704

(1) No individual Director or executive officer beneficially owns more than 1.0% of our outstanding common stock. The Directors and executive officers as a group beneficially own approximately 0.88% of the outstanding common stock. This column represents total shares of common stock that are beneficially owned or can be acquired within 60 days of the record date.

(2) Except as noted, the Directors and executive officers have sole voting and investment power over the shares of common stock listed. Of the common stock held by Mrs. Peters, 5,691 shares are held in a trust for which she has shared voting and investment power.

(3) This column includes 4,928,819 stock options held by the Directors and executive officers that are exercisable as of the record date or within 60 days of the record date, and are, therefore, also included in the Total Beneficial Ownership column. The number of stock options exercisable as of the record date or within 60 days of the record date for the named individuals are as follows: Mr. Clark 17,672, Mrs. Conway 17,672, Mr. Cribiore 8,333, Mr. Fakahany 315,385, Mr. Finnegan 3,554, Mr. Fleming 207,499, Mr. Gorman 510,406, Mr. Kim 294,559, Mr. McCann 749,329, Mr. Neuburger 17,150, Mr. Newbigging 17,672, Mr. O'Neal 2,109,752, Mrs. Peters 7,218, and Admiral Prueher 16,732.

(4) Stock units are linked to the value of our common stock and generally are paid in shares of common stock at the end of the applicable restricted or deferral period. None of the stock units are payable within 60 days of the record date.

(5) Mr. O'Neal also serves as the President and Chief Operating Officer of the Company.

annual compensation in equity-based awards subject to vesting requirements. Equity ownership is further emphasized through stock ownership guidelines.

Competitive Compensation Considerations. The MDCC's assessment of competitive compensation levels is based on independently prepared surveys and publicly available information reported for executive officers at The Bear Stearns Companies Inc., The Charles Schwab Corporation, Citigroup Inc., The Goldman Sachs Group, Inc., JP Morgan Chase & Co., Lehman Brothers Holdings Inc. and Morgan Stanley. However, the MDCC believes that firm and individual performance should be the primary determinant of annual compensation. As such, the MDCC does not establish compensation targets with regard to peer group compensation amounts.

In reviewing competitive compensation data, the MDCC generally reviews comparable position-to-position data. However, the MDCC also recognizes that human capital is the primary driver of profitability and competitive advantage for financial services firms. As a result, the industry is characterized by high levels of total compensation for top revenue producers and intense competition for the best professionals. These industry characteristics must also be taken into consideration when determining executive officer compensation amounts.

Emphasis on Performance-based Compensation. In determining the annual compensation of each executive officer, including the CEO, the MDCC considers Merrill Lynch's financial performance on an absolute basis and relative to competitors and assesses individual performance against pre-established quantitative and qualitative measures.

Factors considered by the MDCC in assessing individual performance may include, but are not limited to:

Financial Results: firm and business sector financial results, on an absolute basis and relative to competitors, expense control, profit margins, return on equity, profit growth and market share.

Strategic Planning: strategic planning and implementation, capital allocation, technology and innovation.

Compliance and Control: corporate reputation, quality of client service, compliance and risk control.

Leadership and Effectiveness: management development, personal leadership and contribution to workforce diversity.

The MDCC considers all factors collectively in determining the executive officers' annual compensation. The weight of a particular factor may vary from year to year depending on the pre-established goals and objectives of the organization, thus ensuring the alignment of annual financial objectives with strategic leadership initiatives.

Executive Alignment with Shareholders. The MDCC believes that executive stock ownership is the critical element in aligning the economic interests of executive management with those of Merrill Lynch's shareholders and emphasizing long-term value creation. Therefore, it strongly believes that Merrill Lynch stock should represent a substantial portion of the net worth of executive management.

Merrill Lynch's compensation program is designed to foster this objective by delivering more than 50% of the annual performance bonus for executive management in the form of Merrill Lynch equity awards. While the determination of each year's annual performance bonus is based on performance during a

single year, the stock component of the bonus reinforces the objective of building long-term shareholder value. For 2004, the MDCC decided to provide even greater alignment of the financial interests of the CEO and shareholders by paying 100% of the CEO's 2004 performance bonus in restricted stock.

For 2004, stock bonus awards will be delivered entirely in restricted stock. Stock options are not being awarded because the MDCC believes that, in the current environment, restricted stock more directly aligns the financial interests of executives and shareholders.

All grants of restricted stock for 2004 are subject to four-year cliff vesting. The vesting period is one of the important retention tools that the Company uses to preserve its human capital. The four-year vesting period also results in most executive officers holding unvested stock with a value substantially in excess of their annual cash compensation opportunity. As a result, executives have a strong financial incentive to increase shareholder value over the long-term.

Merrill Lynch also uses executive stock ownership guidelines (which are described in this Proxy Statement under "Information on the Governance of the Company") to foster long-term equity ownership. Because Merrill Lynch executive officers own stock in excess of the stock ownership guidelines, the direct alignment with shareholders' financial interests is even more pronounced.

Merrill Lynch also encourages broad-based employee stock ownership through the annual incentive compensation program. Approximately 7,700 employees receive their bonus awards in a combination of cash and stock. This means that, like other shareholders, employees broadly participate in both the "upside opportunity" and the "downside risk" of the firm's performance. The allocation of stock bonus awards is progressive, so that as an employee's total compensation increases, an increasing percentage of total compensation is paid in stock. This ensures that higher paid employees have a greater "at risk" financial interest in the sustained success of the Company.

The terms and conditions of stock awards made to executive officers are identical to the terms provided to all other employees who participate in the firm's broad-based stock bonus plan.

Executive Compensation for Fiscal 2004

Executive management's 2004 annual incentive compensation amounts were based on the MDCC's review of numerous pre-determined goals and objectives. In its final determination, the MDCC emphasized the achievement of overall firm and business segment profitability objectives as measured by net earnings and pre-tax profit margin on both an absolute basis and relative to competitors.

The MDCC also specifically considered:

) Financial results including year-over-year revenue and profit growth, key indicators of market share, pre-tax profit margin and expense control ratios.

) Compliance and risk control.

) Differentiation of brand and enhancement of reputation.

) Individual contributions to attracting and retaining talent, employee development and diversity.

Performance-based compensation is distributed to executive officers in a combination of cash and stock. For 2004, the cash bonus plus base salary represents 50% of total compensation for each named executive officer (except Mr. O'Neal, who, as described below, received his entire bonus in the form of a restricted stock award). The remaining 50% of compensation is paid in restricted stock.